

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

June 26, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 17313-B FILED 1425
JUN 27 1996 4:42 PM
INTERSTATE COMMERCE COMMISSION

RE: Termination of Lease of Railroad Equipment dated as of June 1, 1996 ("**Termination of Lease**") by Helm Financial Corporation.

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed originals of the Termination of Lease dated June 1, 1996 by Helm Financial Corporation.

In connection with the recording of the Termination of Lease, please note the following information:

<u>Name and Address of Lessor:</u>	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
<u>Name and Address of Lessee:</u>	Southern Pacific Transportation Company 1515 Arapahoe Street, Suite 1311 Denver, CO 80202
<u>Equipment:</u>	Ninety-three (93), 100-ton covered gondola railcars (See Schedule A for reporting mark and numbers.)
<u>Previous ICC Filing:</u>	Agreement of Sale and Assignment of Lease filed May 17, 1991 under Recordation No. <u>17313</u>

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. The filing fee of \$21.00 is included in the enclosed check.

Sincerely,


Chris Dilley
Administrative Assistant

/cpd
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

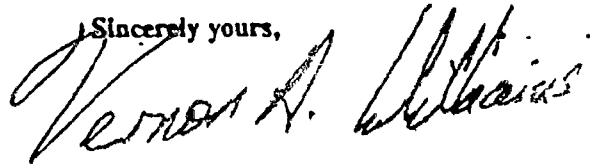
6/27/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/27/96 at 12:40PM, and assigned recordation number(s). 17313-B, 19923-A, 20154, 20155, 20156, 20157, 20158 and 20159.

Sincerely yours,

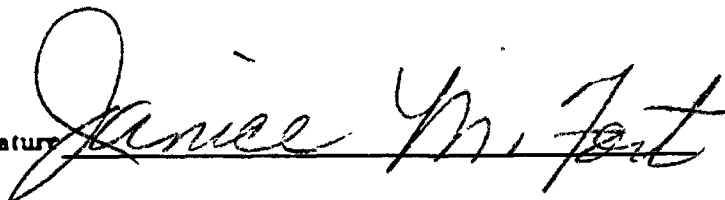


Vernon A. Williams
Secretary

Enclosure(s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 17313- B FILED 1425

TERMINATION OF LEASE

JUN 27 1996 1:40 PM

U.S. DEPT. OF COMMERCE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of June 1, 1996 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

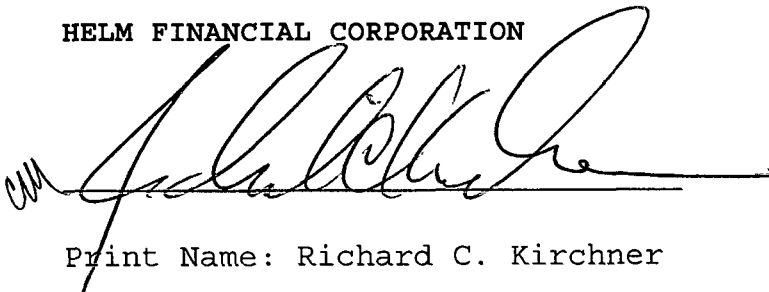
1. **Recitals.** Lessor, as assignee of U.S. Railcar, Inc., entered into the Railroad Equipment Lease dated April 13, 1989, as amended (the "Lease"), with SOUTHERN PACIFIC TRANSPORTATION COMPANY with respect to the ninety-three (93) railcars described in Schedule A attached hereto (the "Units"). The Lease is on file at the Surface Transportation Board ("STB") under ICC Recordation Number 17313 filed on May 17, 1991 at 3:05 PM, and ICC Recordation Number 17313-A filed on February 2, 1993 at 3:00 PM.

The Lease was terminated on December 31, 1994. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS THEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM FINANCIAL CORPORATION



Print Name: Richard C. Kirchner

Title: President

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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 13, 1996, before me, Chris Dilley
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

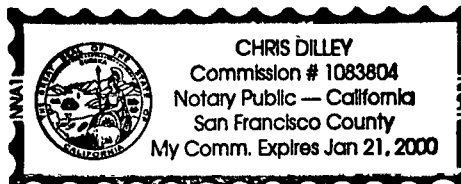
X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Chris Dilley
SIGNATURE OF THE NOTARY

[Notarial Seal]



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SCHEDULE A

To the Termination of Lease dated as of June 1, 1996.

Description of the Units:

Ninety-three (93), 100-ton covered gondola railcars.

Old Reporting Marks: PLE

New Reporting Marks: ATW

Unit Numbers: 44000-44004, 44006-44014, 44016, 44017, 44020-44022, 44035, 44300-44302, 44304, 44306-44308, 44310, 44312, 44314, 44316, 44317, 44319-44323, 44325-44327, 44329, 44331, 44332, 44334-44339, 44342-44344, 44348, 44351-44354, 44357-44361, 44365, 44370, 44371, 44373, 44376, 44377, 44380-44382, 44384-44387, 44390-44394, 44396-44402, 44409, 44418, 44419, 44422-44424.

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